

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket Nos. 20127, 20128
)	12/15/2008 Agenda Item No. 8

**CERTIFICATE OF COUNSEL REGARDING STIPULATION CONTINUING
DEBTORS' MOTION TO DECLARE VOID ACTIONS TAKEN WITH RESPECT TO
DEBTORS' PROPERTY IN MARICOPA COUNTY AND AGREEMENT NOT TO
DISTURB DEBTORS' USE AND ENJOYMENT OF THE PROPERTY**

On November 24, 2008, the Debtors filed their *Motion of Debtors For Entry of an Order Declaring as Void Ab Initio Any and All Actions Taken By Maricopa County, Arizona, First Liberty National Bank and Maricopa County Superior Court With Respect to Debtors' Real Property In Maricopa County* (Dkt. No. 20127) (the "Motion"). The objection deadline was December 5, 2008.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

On or about December 3, 2008, the Debtors' counsel received a request via e-mail from Barbara Caldwell, counsel for Maricopa County, requesting that the Debtors agree to continue the Motion to the Court's next omnibus hearing on January 26, 2009 at 10:30 a.m. in Wilmington, Delaware.

As a result of this request, the Debtors agreed to continue the Motion to be heard at the January 26, 2009 omnibus hearing, subject to the terms and conditions set forth in the stipulation attached hereto as Exhibit A (the "Stipulation"). The Stipulation reflects the continuance of the Motion and an agreement by Maricopa County and First Liberty National Bank to take no action with respect to the Debtors' property in Maricopa County until the Bankruptcy Court adjudicates the matter.

Therefore, the Debtors respectfully request that the Court continue the Motion to the January 26, 2009 omnibus hearing and approve the Stipulation, substantially in the form attached hereto as Exhibit A.

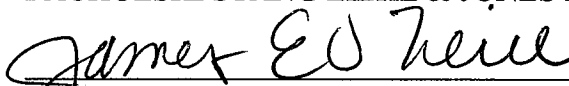
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Dated: December 8, 2008

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-and-

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in cursive script, reading "James E. O'Neill", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
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